

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

NETWORK DATA ROOMS, LLC,

Plaintiff,

Civil Case No.: 22-cv-02299-LGS

-v-

ANSWER

**SAULREALISM LLC and RYAN SAUL, in
Her individual and professional capacities,**

JURY TRIAL DEMANDED

Defendants.

Defendants, SAULREALISM LLC and RYAN SAUL, through their undersigned attorneys, Goldberger & Dubin, P.C., answers the allegations in the COMPLAINT, and alleges upon information and belief as to affirmative defenses as follows:

1. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 1 of the COMPLAINT.
2. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 2 of the COMPLAINT.
3. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 3 of the COMPLAINT.
4. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 4 of the COMPLAINT.
5. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 5 of the COMPLAINT.
6. Admit the allegations found within paragraph 6 of the COMPLAINT.
7. Admit the allegations found within paragraph 7 of the COMPLAINT.
8. Admit the allegations found within paragraph 8 of the COMPLAINT.

9. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 9 of the COMPLAINT.
10. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 10 of the COMPLAINT.
11. Admit the allegations found within paragraph 11 of the COMPLAINT.
12. Admit the allegations found within paragraph 12 of the COMPLAINT.
13. Admit the allegations found within paragraph 13 of the COMPLAINT.
14. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 14 of the COMPLAINT.
15. Admit the allegations found within paragraph 15 of the COMPLAINT.
16. Admit the allegations found within paragraph 16 of the COMPLAINT.
17. Admit the allegations found within paragraph 17 of the COMPLAINT.
18. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 18 of the COMPLAINT.
19. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 19 of the COMPLAINT.
20. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 20 of the COMPLAINT.
21. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 21 of the COMPLAINT.
22. Admit the allegations found within paragraph 22 of the COMPLAINT.
23. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 23 of the COMPLAINT.

24. Admit the allegations found within paragraph 24 of the COMPLAINT.
25. Admit the allegations found within paragraph 25 of the COMPLAINT.
26. Admit the allegations found within paragraph 26 of the COMPLAINT.
27. Admit the factual allegations found within paragraph 27 of the COMPLAINT, Denies knowledge sufficient to form a belief as to the truth of the legal conclusions contained in paragraph 27 of the COMPLAINT.
28. Admit the allegations found within paragraph 28 of the COMPLAINT.
29. Admit the allegations found within paragraph 29 of the COMPLAINT.
30. Admit the allegations found within paragraph 30 of the COMPLAINT.
31. Admit the allegations found within paragraph 31 of the COMPLAINT.
32. Admit the allegations found within paragraph 32 of the COMPLAINT.
33. Admit the allegations found within paragraph 33 of the COMPLAINT.
34. Admit the allegations found within paragraph 34 of the COMPLAINT.
35. Admit the allegations found within paragraph 35 of the COMPLAINT.
36. Admit the allegations found within paragraph 36 of the COMPLAINT.
37. Admit the allegations found within paragraph 37 of the COMPLAINT.
38. Admit the allegations found within paragraph 38 of the COMPLAINT.
39. Admit the allegations found within paragraph 39 of the COMPLAINT.
40. Admit to the allegations of the remedy provision of the NDR Consulting Agreement found within paragraph 40 of the COMPLAINT. Denies knowledge sufficient to form a belief as to the truth of the remaining allegations and legal conclusions contained in paragraph 40 of the COMPLAINT.
41. Admit the allegations found within paragraph 41 of the COMPLAINT.

42. Admit the allegations found within paragraph 42 of the COMPLAINT.
43. Admit the allegations found within paragraph 43 of the COMPLAINT.
44. Admit the allegations found within paragraph 44 of the COMPLAINT.
45. Admit the allegations found within paragraph 45 of the COMPLAINT.
46. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 46 of the COMPLAINT.
47. Admit the allegations found within paragraph 47 of the COMPLAINT.
48. Admit the allegations found within paragraph 48 of the COMPLAINT.
49. Admit the allegations found within paragraph 49 of the COMPLAINT.
50. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 50 of the COMPLAINT.
51. Admit the allegations with Saul was the only developer working on the project, denies knowledge sufficient to form a belief as to the truth of the remaining allegations contained in paragraph 51 of the COMPLAINT.
52. Admit the allegations that Saul was required to perform coding work on his assigned Azure Virtual Desktop and save all source code on NDR's secure Azure DevOps Source Code Repository, denies knowledge sufficient to form a belief as to the truth of the remaining allegations contained in paragraph 52 of the COMPLAINT.
53. Deny the allegations contained in paragraph 53 of the COMPLAINT.
54. Deny the allegations contained in paragraph 54 of the COMPLAINT.
55. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 55 of the COMPLAINT.
56. Deny the allegations contained within paragraph 56 of the COMPLAINT.

57. Admit the allegations that “branches” of the repository were created, deny the remaining allegations contained in paragraph 57 of the COMPLAINT.
58. Admit the allegations found contained in paragraph 58 of the Complaint.
59. Admit the allegations found contained in paragraph 59 of the Complaint.
60. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 60 of the COMPLAINT.
61. Deny the allegations contained within paragraph 61 of the COMPLAINT.
62. Deny the allegations contained within paragraph 62 of the COMPLAINT.
63. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 63 of the COMPLAINT.
64. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 64 of the COMPLAINT.
65. Admit the allegations that there was a meeting and that Saul would continue to work, deny the remaining allegations contained in paragraph 65 of the COMPLAINT.
66. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 66 of the COMPLAINT.
67. Admit the allegations that Saul was terminated from the project, denies knowledge sufficient to form a belief as to the truth of the remaining allegations contained in paragraph 67 of the COMPLAINT.
68. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 68 of the COMPLAINT.
69. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 69 of the COMPLAINT.

70. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 70 of the COMPLAINT.
71. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 71 of the COMPLAINT.
72. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 72 of the COMPLAINT.
73. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 73 of the COMPLAINT.
74. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 74 of the COMPLAINT.
75. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 75 of the COMPLAINT.
76. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 76 of the COMPLAINT.
77. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 77 of the COMPLAINT.
78. Admit the allegation that Saul was required to store all source code in the NDR Azure DevOps Source Code Repository, denies knowledge sufficient to form a belief as to the truth of the remaining allegations contained in paragraph 68 of the COMPLAINT.
79. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 79 of the COMPLAINT.
80. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 80 of the COMPLAINT.

81. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 81 of the COMPLAINT.
82. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 82 of the COMPLAINT.
83. Denies the allegations contained in paragraph 83 of the COMPLAINT.
84. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 84 of the COMPLAINT.
85. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 85 of the COMPLAINT.
86. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 86 of the COMPLAINT.
87. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 87 of the COMPLAINT.
88. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 88 of the COMPLAINT.
89. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 89 of the COMPLAINT.
90. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 90 of the COMPLAINT.
91. Denies the allegations contained in paragraph 91 of the COMPLAINT.
92. Denies the allegations contained in paragraph 92 of the COMPLAINT.
93. Denies the allegations contained in paragraph 93 of the COMPLAINT.
94. Denies the allegations contained in paragraph 94 of the COMPLAINT.

95. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 95 of the COMPLAINT.
96. Denies the allegations contained in paragraph 96 of the COMPLAINT.
97. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 97 of the COMPLAINT.
98. Denies the allegations contained in paragraph 98 of the COMPLAINT.
99. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 99 of the COMPLAINT.
100. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 100 of the COMPLAINT.
101. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 101 of the COMPLAINT.
102. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 102 of the COMPLAINT.
103. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 103 of the COMPLAINT.
104. Denies the allegations contained in paragraph 104 of the COMPLAINT.
105. Denies the allegations contained in paragraph 105 of the COMPLAINT.
106. Denies the allegations contained in paragraph 106 of the COMPLAINT.
107. Denies the allegations contained in paragraph 107 of the COMPLAINT.
108. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 108 of the COMPLAINT.

109. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 109 of the COMPLAINT.
110. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 110 of the COMPLAINT.
111. Denies the allegations contained in paragraph 111 of the COMPLAINT.
112. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 112 of the COMPLAINT.
113. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 113 of the COMPLAINT.
114. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 114 of the COMPLAINT.
115. Admit the allegations contained in paragraph 115 of the COMPLAINT.
116. Admit the allegations contained in paragraph 116 of the COMPLAINT.
117. Deny the allegations contained in paragraph 117 of the COMPLAINT.
118. Deny the allegations contained in paragraph 118 of the COMPLAINT.
119. Deny the allegations contained in paragraph 119 of the COMPLAINT.
120. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 120 of the COMPLAINT.
121. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 121 of the COMPLAINT.
122. Denies the allegations contained in paragraph 122 of the COMPLAINT.
123. Denies the allegations contained in paragraph 123 of the COMPLAINT.

124. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 124 of the COMPLAINT.
125. Admit the allegations contained in paragraph 125 of the COMPLAINT.
126. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 126 of the COMPLAINT.
127. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 127 of the COMPLAINT.
128. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 128 of the COMPLAINT.
129. Denies the allegations contained in paragraph 129 of the COMPLAINT.
130. Admit the allegation contained in paragraph 130 of the COMPLAINT.
131. Denies the allegations contained in paragraph 131 of the COMPLAINT.
132. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 132 of the COMPLAINT.
133. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 132 of the COMPLAINT.
134. Admit the allegation contained in paragraph 134 of the COMPLAINT.
135. Admit the allegation contained in paragraph 135 of the COMPLAINT.
136. Admit the allegation contained in paragraph 136 of the COMPLAINT.
137. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 137 of the COMPLAINT.
138. Denies knowledge sufficient to form a belief as to the truth of the allegations contained in paragraph 138 of the COMPLAINT.

- 139. Admit the allegations contained in paragraph 139 of the COMPLAINT.
- 140. Deny the allegations contained in paragraph 140 of the COMPLAINT.
- 141. Deny the allegations contained in paragraph 140 of the COMPLAINT.

FIRST AFFIRMATIVE DEFENSE

- 142. As a separate affirmative defense to the COMPLAINT, and to each purported cause of action thereof, Defendants submit that each cause of action fails to state claim against and fails to state facts sufficient to constitute a cause of action pursuant to Federal Rule of Civil Procedure 12(b)(6).

SECOND AFFIRMATIVE DEFENSE

- 143. As a separate affirmative defense, individual Defendant Ryan Saul is not liable in the capacity in which he has been sued in that at all times due to the formalities of the Corporate entity.

THIRD AFFIRMATIVE DEFENSE

- 144. Plaintiff is not entitled to obtain a monetary or equitable remedy because the Plaintiff has acted in bad faith and have “unclean hands.”

FOURTH AFFIRMATIVE DEFENSE

- 145. Plaintiff is not entitled to obtain a monetary or equitable remedy because the Plaintiff ratified/waived the Defendants’ conduct.

FIFTH AFFIRMATIVE DEFENSE

- 146. Plaintiff has failed to mitigate damages.

SIXTH AFFIRMATIVE DEFENSE

- 147. Plaintiff is seeking to recover lost profits or damages that are speculative in nature.

WHEREFORE, Defendants demand this complaint be dismissed, and for such other and further relief that this Court may deem just and proper.

Dated: New York, New York
May 5, 2022

Goldberger & Dubin, P.C.

/s/Renee M. Wong
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